## RECEIVED CENTRAL FAX CENTER

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## LISTING OF CURRENT CLAIMS

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1. (currently amended) A compound of Formula I:

$$N-R^2$$
 (I)

wherein:

- R' is -NR\*Rb, -CR\*R''R, CO<sub>2</sub>R\*, or -C(O)NR\*Rb; or R¹ is hydrogen; cycloalkenyl, aryl, or heteroaryl, where each aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C1-6 alkyl, C1-6 alkoxy, C1-6 alkylthio, C1-6 alkylsulfonyl, halogen, haloalkyl, cyano, nitro, -C(O)NRa'Rb', and -NRa'Rb', where Ra' and Rb' are each independently selected from the group consisting of hydrogen, C1.9 alkyl, and C1.9 alkylcarbonyl and with the proviso that R1 can not be 4methoxyphenyl when R<sup>3</sup> is unsusbtituted phenyl;
- R<sup>2</sup> is hydrogen, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, C<sub>1-6</sub> alkylcarbonyl, C<sub>1-6</sub> alkylsulfonyl, aryl, or arylalkyl, wherein said aryl or arylalkyl is optionally substituted with one or more substituents independently selected from  $C_{1-6}$  alkyl, haloalkyl,  $C_{1-6}$  alkoxy, and halogen;
- R3 is anylor heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of C1.6 alkyl, C1.6 alkoxy, C1.6 alkylthio, C1.6 alkylsulfonyl, aminosulfonyl, monoalkylaminosulfonyl, dialkylaminosulfonyl, halogen, haloalkyl, cyano, nitro, and -NRa"Rb", where Ra and Rb are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, and C1-2 alkylcarbonyl;
- R\* and Rb are each independently selected from the group consisting of hydrogen, C1.9 alkyl, hydroxyalkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>1-6</sub> alkylthioalkyl, carboxyalkyl, acyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, di-C<sub>3-6</sub> cycloalkylC<sub>1-3</sub> alkyl, C<sub>1-6</sub> heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C5-8 heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenylalkyl, and C<sub>1-3</sub> alkyl substituted with both a C<sub>3-6</sub> cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C1-6 alkyl, haloalkyl, C1-6 alkoxy, amíno, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

#143105 v1 2 R0153B-REG Ra and Rb are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyridine, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, alkoxyalkyl, aminoalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C1-6 alkyl, haloalkyl, C1-6 alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group, pyrrolidin-1-yl, piperidin-1-yl, morpholin-1-yl and piperazin-1-yl;

R° is hydrogen, hydroxy, C<sub>1-6</sub> alkoxy, or -NR<sup>a</sup>"R<sup>b</sup>";

- R<sup>d</sup> and R<sup>c</sup> are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, hydroxyalkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>1-6</sub> alkylthioalkyl, heteroalkyl, heterocyclyl, heterocyclylalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, di-C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C<sub>1-3</sub>alkyl, and C<sub>1-3</sub> alkyl substituted with both a C<sub>3-6</sub> cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, amino, alkylamino, dialkylamino, and halogen; or
- R° and R<sup>d</sup> are taken together to form a divalent group selected from C<sub>1-6</sub> alkylidenyl, C<sub>1-6</sub> heteroalkylidenyl, C<sub>3-6</sub> cycloalkylidenyl, C<sub>3-6</sub> cycloalkyl-alkylidenyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkylidenyl, C<sub>3-6</sub> heterocyclylidenyl, C<sub>3-6</sub> heterocyclylidenyl, C<sub>3-6</sub> heterocyclylidenyl, C<sub>1-3</sub> alkylidenyl, C<sub>3-6</sub> heterocyclylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, heteroaryl-C<sub>1-3</sub> alkylidenyl, and heteroarylalkyl-C<sub>1-3</sub> alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, amino, alkylamino, dialkylamino, and halogen; or
- R<sup>d</sup> and R<sup>c</sup> are taken together with the carbon to which they are attached to form a cycloalkyl or heterocyclyl ring;
- $R^{a^{m}}$  and  $R^{b^{m}}$  are each independently selected from the group consisting of hydrogen,  $C_{1-9}$  alkyl, hydroxyalkyl,  $C_{1-6}$  alkoxyalkyl,  $C_{1-6}$  alkylthioalkyl, carboxyalkyl, acyl,  $C_{3-6}$  cycloalkyl,  $C_{3-6}$  cycloalkyl- $C_{1-3}$  alkyl, di- $C_{3-6}$  cycloalkyl- $C_{1-3}$  alkyl,  $C_{1-6}$  heteroalkyl, aminoalkyl,

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aminocarbonylalkyl, cyanoalkyl, C<sub>5-8</sub> heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C<sub>1-3</sub> alkyl, and C<sub>1-3</sub> alkyl substituted with both a C<sub>3-6</sub> cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

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Ram and Rbm are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoguínoline, tetrahydropyridine, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, aminocarbonyl, aminocarbonylalkyl, acyl, acylamino, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C1-6 alkyl, haloalkyl, C1-6 alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

or individual <u>stereoisomers</u> isomers, racemic or non-racemic mixtures of isomers, or pharmaceutically acceptable salts thereof.

- 2. (original) The compound of claim 1 wherein R<sup>3</sup> is optionally substituted phenyl.
- 3. (original) The compound of claim 2, wherein R<sup>3</sup> is a di- or tri-substituted phenyl.
- 4. (original) The compound of claim 3, wherein R<sup>3</sup> is a 2,4-disubstituted or 2,4,6-trisubstituted phonyl.
- 5. (original) The compound of claim 4, wherein R<sup>3</sup> is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are each independently selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkylthio, halogen, haloalkyl, cyano, alkylamino, dialkylamino, and nitro.
- 6. (original) The compound of claim 5, wherein R<sup>2</sup> is hydrogen, C<sub>1-6</sub> alkyl, or C<sub>1-6</sub> alkylcarbonyl.
- 7. (original) The compound of claim 3, wherein  $R^1$  is  $-CR^{\circ}R^{\circ}R^{\circ}$  and  $R^{\circ}$  is hydroxy.
- 8. (original) The compound of claim 7, wherein R<sup>d</sup> and R<sup>e</sup> are each independently selected from the group consisting of hydrogen, C<sub>1.9</sub> alkyl, C<sub>1.6</sub> alkoxyalkyl, C<sub>3.6</sub> cycloalkyl, C<sub>3.6</sub> cycloalkyl-C<sub>1.3</sub> alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally

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- substituted with one or more substituents independently selected from the group consisting of  $C_{1-6}$  alkyl, haloalkyl,  $C_{1-6}$  alkoxy, and halogen.
- 9. (original) The compound of claim 7, wherein R<sup>d</sup> and R<sup>e</sup> are each independently selected from the group consisting of C<sub>1.9</sub> alkyl, C<sub>1-6</sub> alkoxyalkyl, aryl, and heteroaryl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1.6</sub> alkyl, haloalkyl, C<sub>1.6</sub> alkoxy, and halogen.
- 10. (original) The compound of claim 9, wherein R<sup>2</sup> is C<sub>1.6</sub> alkyl; and R<sup>3</sup> is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are each independently selected from the group consisting of C<sub>1.6</sub> alkyl, C<sub>1.6</sub> alkoxy, halogen, haloalkyl, cyano, and -NR<sup>a</sup>"R<sup>b</sup>", where R<sup>a</sup>" and R<sup>b</sup>" are each independently selected from the group consisting of hydrogen and C<sub>1.9</sub> alkyl.
- 11. (original) The compound of claim 7, wherein R<sup>d</sup> and R<sup>e</sup> are taken together to form a cycloalkyl or heterocyclyl group.
- 12. (original) The compound of claim 3, wherein R<sup>1</sup> is -CR<sup>c</sup>R<sup>d</sup>R<sup>c</sup>; R<sup>e</sup> is selected from the group consisting of C<sub>1.9</sub> alkyl, C<sub>1.4</sub> alkoxyalkyl, C<sub>3.6</sub> cycloalkyl, C<sub>3.6</sub> cycloalkyl-C<sub>1.3</sub> alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1.6</sub> alkyl, haloalkyl, C<sub>1.6</sub> alkoxy, and halogen; and R<sup>e</sup> and R<sup>e</sup> are taken together to form a divalent group selected from C<sub>1.6</sub> alkylidenyl, C<sub>1.6</sub> heteroalkylidenyl, C<sub>3.6</sub> cycloalkylidenyl, C<sub>3.6</sub> cycloalkyl-alkylidenyl, C<sub>3.6</sub> cycloalkyl-alkylidenyl, C<sub>3.6</sub> cycloalkyl-alkylidenyl, C<sub>3.6</sub> heterocyclyl-C<sub>1.3</sub> alkylidenyl, C<sub>3.6</sub> heterocyclyl-C<sub>1.3</sub> alkylidenyl, aryl-C<sub>1.3</sub> alkylidenyl, aryl-C<sub>1.3</sub> alkylidenyl, aryl-C<sub>1.3</sub> alkylidenyl, aryl-C<sub>1.3</sub> alkylidenyl, aryl, or heteroaryl groups is optionally substituted.
- 13. (original) The compound of claim 12, wherein R<sup>c</sup> and R<sup>d</sup> are taken together to form a divalent group selected from C<sub>1-6</sub> alkylidenyl, C<sub>3-6</sub> cycloalkyl-alkylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, and heteroaryl-C<sub>1-3</sub> alkylidenyl, wherein each of said aryl or heteroaryl groups is optionally substituted.
- 14. (original) The compound of claim 3, wherein R<sup>1</sup> is -CR<sup>6</sup>R<sup>6</sup>c; R<sup>c</sup> is selected from the group consisting of C<sub>1-9</sub> alkyl, C<sub>1-6</sub> alkoxyalkyl, and heteroaryl, where the heteroaryl is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, and halogen; and R<sup>c</sup> and R<sup>d</sup> are taken together to form a divalent group selected from C<sub>1-6</sub> alkylidenyl, C<sub>3-6</sub> cycloalkyl-alkylidenyl, C<sub>3-6</sub> heterocyclyl-C<sub>1-3</sub> alkylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, wherein each of said aryl, or heteroaryl groups is optionally substituted

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with one or more substituents independently selected from C1-6 alkyl, C1-6 alkoxy, amino, alkylamino, and dialkylamino.

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- The compound of claim 3, wherein R<sup>1</sup> is -CR<sup>c</sup>R<sup>d</sup>R<sup>e</sup> and R<sup>c</sup> is hydrogen. 15. (original)
- The compound of claim 15, wherein Rd and Re are each independently selected from the 16. (original) group consisting of C1-9 alkyl, C1-6 alkoxyalkyl, C3-6 cycloulkyl, C3-6 cycloalkyl-C1-3 alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C1.0 alkoxy, and halogen.
- 17. (original) The compound of claim 15, wherein R<sup>4</sup> and R<sup>e</sup> are each independently selected from the group consisting of C1.4 alkyl, C1.6 alkoxyalkyl, aryl, and heteroaryl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, and halogen; R<sup>2</sup> is C<sub>1-6</sub> alkyl; and R<sup>3</sup> is a 2,4disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are independently selected from the group consisting of C<sub>1.6</sub> alkyl, C<sub>1.6</sub> alkoxy, halogen, haloalkyl, cyano, and -NR<sup>a\*</sup>R<sup>b\*</sup>, where R<sup>a\*</sup> and R<sup>b\*</sup> are each independently selected from the group consisting of hydrogen and C<sub>1-9</sub> alkyl.
- 18. (original) The compound of claim 3, wherein R<sup>1</sup> is -NR<sup>a</sup>R<sup>b</sup>; -C(O)NR<sup>a</sup>R<sup>b</sup>; or -CR<sup>c</sup>R<sup>d</sup>R<sup>c</sup>, where R<sup>c</sup> is -NR<sup>a</sup> R<sup>b</sup> and R<sup>d</sup> and R<sup>d</sup> are each independently selected from the group consisting of hydrogen and C1-9 alkyl.
- 19. (original) The compound of claim 18, wherein Ra, Rb, Ra, and Rb, are each independently selected from the group consisting of hydrogen, C<sub>1.9</sub> alkyl, hydroxyalkyl, C<sub>1.5</sub> alkoxyalkyl, C<sub>3.6</sub> cycloalkyl-C<sub>1.3</sub> alkyl, heterocyclylalkyl, optionally substituted arylalkyl, and optionally substituted heteroarylalkyl.
- 20. (original) The compound of claim 18, wherein R<sup>a</sup> and R<sup>b</sup>, or R<sup>a</sup> and R<sup>b</sup>, are taken together with the nitrogen to which they are attached form an heterocyclyl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, and imidazoline, where each of said rings is optionally substituted with one or more substituents independently selected from the group consisting of hydroxy, oxo, alkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, and aminocarbonylamino, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group.
- 21. (original) The compound of claim 3, wherein

 $R^{1}$  is  $-NR^{0}R^{b}$ ;

 $R^a$  is selected from the group consisting of hydrogen,  $C_{1.9}$  alkyl, and  $C_{1.6}$  alkoxyalkyl; and,

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- $R^b$  is selected from the group consisting of  $C_{1.9}$  alkyl, hydroxyalkyl,  $C_{1.6}$  alkoxyalkyl,  $C_{3.6}$  cycloalkyl- $C_{1.3}$  alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl, wherein each of said aryl or heteroaryl groups is optionally substituted.
- 22. (original) The compound of claim 21, wherein R<sup>2</sup> is C<sub>1.6</sub> alkyl; and R3 is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are independently selected from the group consisting of C<sub>1.6</sub> alkyl, C<sub>1.6</sub> alkoxy, halogen, haloalkyl, cyano, and -NR<sup>n</sup>R<sup>n</sup>, where R<sup>n</sup> and R<sup>n</sup> are each independently selected from the group consisting of hydrogen and C<sub>1.9</sub> alkyl.
- 23. (original) The compound of claim 3 wherein

R1 is -CRCRCRC;

Rc is -NRa\*"Rb":

 $R^d$  and  $R^c$  are each independently selected from the group consisting of hydrogen and  $C_{1-\nu}$  alkyl;  $R^{am}$  is selected from the group consisting of hydrogen,  $C_{1-\nu}$  alkyl, and  $C_{1-\nu}$  alkoxyalkyl; and,

- R<sup>b<sup>m</sup></sup> is selected from the group consisting of C<sub>1.0</sub> alkyl, hydroxyalkyl, C<sub>1.6</sub> alkoxyalkyl, C<sub>3.6</sub> cycloalkyl-C<sub>1.3</sub> alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl, wherein each of said aryl or heteroaryl groups is optionally substituted.
- 24. (original) The compound of claim 23, wherein R<sup>2</sup> is C<sub>1-6</sub> alkyl; and R<sup>3</sup> is a 2,4-disubstituted or 2,4,6-trisubstituted phenyl, and the substituents are independently selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, halogen, haloalkyl, cyano, and -NR<sup>a\*</sup>R<sup>b\*</sup>, where R<sup>a\*</sup> and R<sup>b\*</sup> are each independently selected from the group consisting of hydrogen and C<sub>1-9</sub> alkyl.
- 25. (original) The compound of claim 3, wherein R<sup>1</sup> is aryl or heteroaryl, where said aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkylsulfonyl, halogen, haloalkyl, cyano, nitro, and -NR<sup>a</sup>'R<sup>b</sup>', where R<sup>a</sup>' and R<sup>b</sup>' are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, and C<sub>1-9</sub> alkylcarbonyl.
- 26. (original) The compound of claim 25, where said aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, halogen, haloalkyl, cyano, and -NR<sup>6</sup>'R<sup>6</sup>, where R<sup>a'</sup> and R<sup>b'</sup> are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, and C<sub>1-9</sub> alkylcarbonyl.
- 27. (original) The compound of claim 1 wherein R<sup>3</sup> is an optionally substituted pyridinyl.
- 28. (original) The compound of claim 1, wherein R<sup>3</sup> is a di- or tri-substituted pyridinyl.
- 29. (original) The compound of claim 27, wherein R<sup>1</sup> is -CR<sup>c</sup>R<sup>d</sup>R<sup>e</sup> and R<sup>c</sup> is hydroxy.
- 30. (original) The compound of claim 29, wherein R<sup>d</sup> and R<sup>e</sup> are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl,

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- aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of  $C_{1.6}$  alkyl, haloalkyl,  $C_{1.6}$  alkoxy, and halogen.
- 31. (original) The compound of claim 30, wherein R<sup>d</sup> and R<sup>e</sup> are each independently selected from the group consisting of C<sub>1.0</sub> alkyl, C<sub>1.6</sub> alkoxyalkyl, aryl, and heteroaryl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1.6</sub> alkyl, haloalkyl, C<sub>1.6</sub> alkoxy, and halogen.
- 32. (original) The compound of claim 29, wherein R<sup>d</sup> and R<sup>e</sup> are taken together to form a cycloalkyl or heterocyclyl group.
- 33. (original) The compound of claim 27, wherein R<sup>1</sup> is -CR<sup>o</sup>R<sup>d</sup>R<sup>e</sup>; R<sup>e</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, aryl, arylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, and halogen; and R<sup>e</sup> and R<sup>d</sup> are taken together to form a divalent group selected from C<sub>1-6</sub> alkylidenyl, C<sub>1-6</sub> heteroalkylidenyl, C<sub>3-6</sub> cycloalkylidenyl, C<sub>3-6</sub> cycloalkyl-alkylidenyl, C<sub>3-6</sub> cycloalkyl-alkylidenyl, C<sub>3-6</sub> cycloalkyl-alkylidenyl, C<sub>3-6</sub> heterocyclylidenyl, C<sub>3-6</sub> heterocyclyl-C<sub>1-3</sub> alkylidenyl, heteroaryl-C<sub>1-3</sub> alkylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, aryl, or heteroaryl groups is optionally substituted.
- 34. (original) The compound of claim 33, wherein R<sup>c</sup> and R<sup>d</sup> are taken together to form a divalent group selected from C<sub>1.6</sub> alkylidenyl, C<sub>3.6</sub> cycloalkyl-alkylidenyl, aryl-C<sub>1.3</sub> alkylidenyl, and heteroaryl-C<sub>1.3</sub> alkylidenyl.
- 35. (original) The compound of claim 33, wherein R<sup>1</sup> is -CR<sup>c</sup>R<sup>d</sup>R<sup>c</sup>; R<sup>c</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxyalkyl, and heteroaryl, where the heteroaryl is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, and halogen; and R<sup>c</sup> and R<sup>d</sup> are taken together to form a divalent group selected from C<sub>1-6</sub> alkylidenyl, C<sub>3-6</sub> cycloalkyl-alkylidenyl, C<sub>3-6</sub> heterocyclyl-C<sub>1-3</sub> alkylidenyl, aryl-C<sub>1-3</sub> alkylidenyl, and heteroaryl-C<sub>1-3</sub> alkylidenyl, wherein each of said aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, amino, alkylamino, and dialkylamino.
- 36. (original) The compound of claim 27, wherein R<sup>1</sup> is -CR<sup>c</sup>R<sup>d</sup>R<sup>c</sup> and R<sup>c</sup> is hydrogen.
- 37. (original) The compound of claim 36, wherein R<sup>d</sup> and R<sup>e</sup> are each independently selected from the group consisting of C<sub>1.9</sub> alkyl, C<sub>1.6</sub> alkoxyalkyl, C<sub>3.6</sub> cycloalkyl, C<sub>3.6</sub> cycloalkyl-C<sub>1.3</sub> alkyl, aryl, #143105 vl 8 R0153B-REG

- atylalkyl, heteroaryl, and heteroarylalkyl, where each of said aryl or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of  $C_{1-6}$  alkyl, haloalkyl,  $C_{1-6}$  alkoxy, and halogen.
- 38. (original) The compound of claim 27, wherein R<sup>1</sup> is -NR<sup>a</sup>R<sup>b</sup>; -C(O)NR<sup>a</sup>R<sup>b</sup>; or -CR<sup>c</sup>R<sup>d</sup>R<sup>c</sup>, where R<sup>c</sup> is -NR<sup>a</sup>R<sup>b</sup>; and, R<sup>d</sup> and R<sup>c</sup> are each independently selected from the group consisting of hydrogen and C<sub>1.0</sub>alkyl.
- 39. (original) The compound of claim 38, wherein R<sup>a</sup>, R<sup>b</sup>, R<sup>a\*\*</sup>, and R<sup>b\*\*</sup> are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, hydroxyalkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl.
- 40. (original) The compound of claim 38, wherein R<sup>a</sup> and R<sup>b</sup>, or R<sup>a<sup>m</sup></sup> and R<sup>b<sup>m</sup></sup>, are taken together with the nitrogen to which they are attached form an heterocyclyl ring selected from the group consisting of pytrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4-tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, and imidazoline, where each of said rings is optionally substituted with one or more substituents independently selected from the group consisting of hydroxy, oxo, alkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, and aminocarbonylamino, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group.
- 41. (original) The compound of claim 27, wherein R<sup>1</sup> is -NR<sup>2</sup>R<sup>b</sup>;
  - R° is selected from the group consisting of hydrogen, C<sub>1.9</sub> alkyl, and C<sub>1.6</sub> alkoxyalkyl; and R<sup>b</sup> is selected from the group consisting of C<sub>1.9</sub> alkyl, hydroxyalkyl, C<sub>1.6</sub> alkoxyalkyl, C<sub>3.6</sub> cycloalkyl-C<sub>1.3</sub> alkyl, heterocyclylalkyl, arylalkyl, and heterocyclylalkyl.
- 42. (original) The compound of claim 27 wherein

R1 is -CRCRCRC:

Re is -NR "Rb":

R<sup>d</sup> and R<sup>e</sup> are each independently selected from the group consisting of hydrogen and C<sub>1-9</sub> alkyl;

 $R^{a^{\prime\prime}}$  is selected from the group consisting of hydrogen,  $C_{l\cdot 0}$  alkyl, and  $C_{l\cdot 0}$  alkoxyalkyl; and

- R<sup>b<sup>n</sup></sup> is selected from the group consisting of C<sub>1-9</sub> alkyl, hydroxyalkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, heterocyclylalkyl, arylalkyl, and heteroarylalkyl, wherein each of said aryl or heteroaryl groups is optionally substituted.
- 43. (original) The compound of claim 27, wherein R<sup>1</sup> is anyl or heteroaryl where said anyl or heteroaryl is optionally substituted.

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The compound of claim 43, where said aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkoxy, halogen, haloalkyl, cyano, and -NR Rb, where Rb and Rb are each independently selected from the group consisting of hydrogen, C<sub>1.9</sub> alkyl, and C<sub>1.9</sub> alkylcarbonyl.

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A pharmaceutical composition comprising a therapeutically effective amount 45. (currently amended) of at least one compound of formula I

$$N^{-R^2}$$
 (I)

wherein:

- R<sup>1</sup> is -NR<sup>8</sup>R<sup>6</sup>, -CR<sup>6</sup>R<sup>6</sup>R<sup>6</sup>, CO<sub>2</sub>R<sup>a</sup>, or -C(O)NR<sup>a</sup>R<sup>b</sup>; or R<sup>1</sup> is hydrogen, cycloalkenyl, aryl, or heteroaryl, where each aryl or heteroaryl is optionally substituted with one or more substituents independently selected from C1-6 alkyl, C1-6 alkoxy, C1-6 alkylthio, C1-6 alkylsulfonyl, halogen, haloalkyl, cyano, nitro, -C(O)NR°Rb, and -NR°Rb, where Ra and Rb' are each independently selected from the group consisting of hydrogen, C1-9 alkyl, and C<sub>1-9</sub> alkylcarbonyl and with the proviso that R<sup>1</sup> can not be 4-methoxyphenyl when R<sup>3</sup> is unsusbituted phenyl;
- R2 is hydrogen, C1-6 alkyl, C3-6 cycloalkyl, C3-6 cycloalkyl-C1-3 alkyl, C1-6 alkylcarbonyl, C1-6 alkylsulfonyl, aryl, or arylalkyl, wherem said aryl or arylalkyl is optionally substituted with one or more substituents independently selected from C1-6 alkyl, haloalkyl, C1-6 alkoxy, and halogen;
- R3 is aryl or heteroaryl, each optionally substituted with one or more substituents independently selected from the group consisting of C1.6 alkyl, C1.6 alkoxy, C1.6 alkylthio, C1.6 alkylsulfonyl, aminosulfonyl, monoalkylaminosulfonyl, dialkylaminosulfonyl, halogen, haloalkyl, cyano, nitro, and -NR<sup>a</sup>"R<sup>b</sup>, where R<sup>a</sup>" and R<sup>b</sup>" are each independently selected from the group consisting of hydrogen, C1.2 alkyl, and C1.2 alkylcarbonyl;
- R<sup>a</sup> and R<sup>b</sup> are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, hydroxyalkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>1-6</sub> alkylthioalkyl, carboxyalkyl, acyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, di-C<sub>3-6</sub> cycloalkylC<sub>1-3</sub> alkyl, C<sub>1-6</sub> heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C5.8 heterocyclyl, heterocyclylalkyl, aryl, arylalkyl,

#143105 v1 10 R0153B-REG heteroaryl, heteroarylalkyl, phenylalkyl, diphenylalkyl, and C1.3 alkyl substituted with both a C<sub>56</sub> cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or hetefoaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1-6</sub> alkyl, haloalkyl, C<sub>1-6</sub> alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or

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R\* and Rb are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, 1,2,3,4tetrahydroisoguinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C1.6 alkyl, haloalkyl, C1-6 alkoxy, amino, alkylamino, dialkylamino, and-halogen, and-each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group, pyrrolidin-1-yl, piperidin-1-yl, morpholin-1-yl and piperazin-1-yl;

R<sup>c</sup> is hydrogen, hydroxy, C<sub>1-6</sub> alkoxy, or -NR<sup>a</sup>"R<sup>b</sup>";

R<sup>d</sup> and R<sup>e</sup> are each independently selected from the group consisting of hydrogen, C<sub>1-9</sub> alkyl, hydroxyalkyl, C<sub>1-6</sub> alkoxyalkyl, C<sub>1-6</sub> alkylthioalkyl, heteroalkyl, heterocyclyl, heterocyclylalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, di-C<sub>3-6</sub> cycloalkyl-C<sub>1-3</sub> alkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C<sub>1-3</sub>alkyl, and C<sub>1-3</sub>alkyl substituted with both a C1.6 cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1.6</sub> alkyl, haloalkyl, C<sub>1.6</sub> alkoxy, amino, alkylamino, dialkylamino, and halogen; or

R° and R<sup>d</sup> are taken together to form a divalent group selected from C<sub>1.6</sub> alkylidenyl, C<sub>1.6</sub> heteroalkylidenyl, C3-6 cycloalkylidenyl, C3-6 cycloalkyl-alkylidenyl, C3-6 cycloalkyl-C1-3 alkyl-alkylidenyl, C3-6 heterocyclylidenyl, C3-6 heterocyclyl-C1-3 alkylidenyl, C3-6 heterocyclylalkyl- $C_{1-3}$  alkylidenyl, aryl- $C_{1-3}$  alkylidenyl, aryl- $C_{1-3}$ alkylidenyl, heteroaryl- $C_{1-3}$ alkylidenyl, and heteroarylalkyl- $C_{1-3}$  alkylidenyl, wherein each of said cycloalkyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from  $C_{1-6}$  alkyl, haloalkyl,  $C_{1-6}$  alkoxy, amino, alkylamino, dialkylamino, and halogen; or

- R<sup>d</sup> and R<sup>e</sup> are taken together with the carbon to which they are attached to form a cycloalkyl or heterocyclyl ring;
- R<sup>a<sup>m</sup></sup> and R<sup>b<sup>m</sup></sup> are each independently selected from the group consisting of hydrogen, C<sub>1.9</sub> alkyl, hydroxyalkyl, C<sub>1.6</sub> alkoxyalkyl, C<sub>1.6</sub> alkylthioalkyl, carboxyalkyl, acyl, C<sub>3.6</sub> cycloalkyl, C<sub>3.6</sub> cycloalkyl, C<sub>1.3</sub> alkyl, C<sub>1.4</sub> heteroalkyl, aminoalkyl, aminocarbonylalkyl, cyanoalkyl, C<sub>5.8</sub> heterocyclyl, heterocyclylalkyl, aryl, arylalkyl, heteroaryl, heteroarylalkyl, phenylalkyl, diphenyl-C<sub>1.3</sub> alkyl, and C<sub>1.3</sub> alkyl substituted with both a C<sub>3.6</sub> cycloalkyl and a phenyl group, wherein each of said cycloalkyl, phenyl, aryl, or heteroaryl groups is optionally substituted with one or more substituents independently selected from the group consisting of C<sub>1.6</sub> alkyl, haloalkyl, C<sub>1.6</sub> alkoxy, amino, alkylamino, dialkylamino, hydroxyalkyl, cyano, acylamino, alkylsulfonyl, alkylsulfonyloxy, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl; or
- $R^{a^m}$  and  $R^{b^m}$  are taken together with the nitrogen to which they are attached form an heterocyclyl or heteroaryl ring selected from the group consisting of pyrrolidine, piperidine, homopiperidine, 1,2,3,4tetrahydropyridine, 1,2,3,4-tetrahydroquinoline, tetrahydroisoquinoline, tetrahydropyrimidine, hexahydropyrimidine, pyrazolidine, piperazine, morpholine, imidazoline, pyrrole, pyrazole, and imidazole, where each of said rings is optionally substituted with one or more substituents selected from the group consisting of hydroxy, oxo, alkyl, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, acyl, acylamino, aminocarbonyl, aminocarbonylalkyl, aminocarbonylamino, aminosulfonyl, alkylsulfonylamino, aminosulfonylamino, and phenyl, wherein each of said phenyl groups is optionally substituted with one or more groups independently selected from C1-6alkyl, haloalkyl, C1.6alkoxy, amino, alkylamino, dialkylamino, and halogen, and each of said amino groups is optionally monosubstituted or disubstituted with alkyl, or is contained in a pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl group;

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or individual stereoisomers isomers, racemic or non-racemic mixtures of isomers, or pharmaceutically acceptable salts thereof; in admixture with at least one pharmaceutically acceptable carrier.

46-48. (Canceled)